

**Exhibit D**

**Budget and Staffing Plan**

**Exhibit D-1**

**Budget Plan for the Compensation Period<sup>1</sup>**

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<sup>1</sup> Although the total fees sought in this Application did not exceed the total budgeted fees for the Compensation Period (fees sought in this Application are 1% below budgeted fees), the fees sought for June exceed budgeted fees for this month. Additional team members were needed to assist in the negotiation, drafting and filing of the proposed Title III joint plan of adjustment for the Commonwealth, ERS and PBA, which brings the Commonwealth closer to the resolution of its Title III case. Negotiating and drafting the proposed Title III joint plan of adjustment and related legal analysis and strategy required significant efforts, which are often difficult to anticipate and account for the increase over budgeted fees. Proskauer made reasonable best efforts to represent the Debtor and the Oversight Board throughout, while maintaining cost-effective practices.

Matter #	Matter Name	June		July		August		September	
		Actual Fees	Estimated Fees	Actual Fees	Estimated Fees	Actual Fees	Estimated Fees	Actual Fees	Estimated Fees
33260.0002	PROMESA TITLE III: COMMONWEALTH	\$ 1,525,365.00	\$ 1,318,914.60	\$ 1,651,820.70	\$ 1,736,175.86	\$ 1,605,185.40	\$ 1,639,642.37	\$ 1,953,276.30	\$ 1,778,856.98
33260.0034	COMMONWEALTH TITLE III – HEALTHCARE	\$ 36,703.20	\$ 31,735.61	\$ 26,104.20	\$ 27,437.29	\$ 1,578.00	\$ 1,611.87	\$ 14,838.00	\$ 1,748.73
33260.0035	COMMONWEALTH TITLE III – APPOINTMENTS CLAUSE	\$ 19,961.70	\$ 17,259.99	\$ 7,557.90	\$ 7,943.87	\$ 1,025.70	\$ 1,047.72	\$ 14,044.20	\$ 1,136.67
33260.0039	COMMONWEALTH TITLE III – RULE 2004	\$ 31,220.40	\$ 26,994.88	\$ 76,548.30	\$ 80,457.47	\$ 56,185.50	\$ 57,391.58	\$ 31,560.00	\$ 62,264.44
33260.0040	COMMONWEALTH TITLE III – COOPERATIVAS	\$ 81,345.90	\$ 70,336.15	\$ 44,285.40	\$ 46,546.97	\$ 1,499.10	\$ 1,531.28	\$ 710.10	\$ 1,661.29
33260.0041	COMMONWEALTH TITLE III – MISCELLANEOUS	\$ 536,338.20	\$ 463,747.55	\$ 213,055.20	\$ 223,935.50	\$ 180,997.80	\$ 184,883.11	\$ 125,152.80	\$ 200,580.69
33260.0060	COMMONWEALTH TITLE III - ASSURED	\$ 12,702.90	\$ 10,983.63	\$ 36,530.70	\$ 38,396.25	\$ 61,620.90	\$ 62,943.66	\$ 2,761.50	\$ 68,287.92
33260.0061	COMMONWEALTH TITLE III - FISCAL PLAN/BUDGET LITIGATION	\$ 403,227.60	\$ 348,652.79	\$ 128,582.10	\$ 135,148.53	\$ 5,128.50	\$ 5,238.59	\$ -	\$ 5,683.37
33260.0069	COMMONWEALTH TITLE III - APPU V UNIVERSITY OF PUERTO RICO	\$ 43,951.50	\$ 38,002.89	\$ 54,020.40	\$ 56,779.11	\$ 117,846.30	\$ 120,375.99	\$ 1,814.70	\$ 130,596.57
33260.0072	COMMONWEALTH TITLE III - GO & GUARANTEED BONDS LIEN	\$ 39,519.30	\$ 34,170.56	\$ 196,487.70	\$ 206,521.93	\$ 73,776.60	\$ 75,360.29	\$ 40,858.80	\$ 81,758.79
33260.0073	COMMONWEALTH TITLE III - AMBAC/PRIFA STAY-RELIEF MOTION	\$ 401,601.90	\$ 347,247.12	\$ 187,478.70	\$ 197,052.86	\$ 1,814.70	\$ 1,853.65	\$ 3,787.20	\$ 2,011.04
33260.0077	COMMONWEALTH TITLE III - COOPERATIVAS V. COSSEC	\$ 20,435.10	\$ 17,669.31	\$ 163,768.80	\$ 172,132.14	\$ 14,260.80	\$ 14,566.92	\$ 4,891.80	\$ 15,803.73
33260.0078	PUERTO RICO HORSE OWNER'S ASSOCIATION V. COMMONWEALTH	\$ -	\$ -	\$ 56,737.50	\$ 59,634.97	\$ 65,994.60	\$ 67,411.24	\$ 16,118.70	\$ 73,134.83
33260.0081	LAW 29 ACTION	\$ -	\$ -	\$ 652,689.00	\$ 686,020.51	\$ 162,144.30	\$ 165,624.90	\$ 86,389.50	\$ 179,687.36
<b>Commonwealth TOTAL</b>		<b>\$ 3,152,372.70</b>	<b>\$ 2,725,715.07</b>	<b>\$ 3,495,666.60</b>	<b>\$ 3,674,183.26</b>	<b>\$ 2,349,058.20</b>	<b>\$ 2,399,483.17</b>	<b>\$ 2,296,203.60</b>	<b>\$ 2,603,212.42</b>
<b>ESTIMATED FEES Compensation Period (June - September 2019) TOTAL:</b>									<b>\$11,402,593.92</b>
<b>ACTUAL FEES Compensation Period (June - September 2019) TOTAL:</b>									<b>\$11,293,301.10</b>
<b>Percent Variance (Actual vs Budgeted Fees)</b>									<b>1% below budget</b>

**Exhibit D-2**

**Staffing Plan for the Compensation Period**

**Staffing Plan for the Compensation Period<sup>2</sup>**

<b>Category of Timekeeper<sup>3</sup></b>	<b>Number of Timekeepers Expected to Work on The Matter During the Budget Period<sup>4</sup></b>	<b>Average Hourly Rate<sup>5</sup></b>
Partners	29	\$789
Senior Counsel	8	\$789
Associates	34	\$789
e-Discovery Attorneys	6	\$390
Law Clerks	8	\$270
Paraprofessionals	19	\$270
<b>Total:</b>	<b>104</b>	

<sup>2</sup> The number of timekeepers expected to work on this matter during the Compensation Period was 104, and thus the actual number of timekeepers was 25 more than anticipated. Additional team members were needed to assist in the negotiation, drafting and filing of the proposed Title III joint plan of adjustment for the Commonwealth, ERS and PBA, which brings the Commonwealth closer to the resolution of its Title III case, as well as on various litigation matters. Negotiating and drafting the proposed Title III joint plan of adjustment and related legal analysis and strategy required significant efforts, which are often difficult to anticipate. In response to demands related to the proposed joint plan and various litigations, Proskauer increased its staffing to ensure that diligent and timely representation was provided to the Oversight Board. In addition, in connection with the proposed joint plan, different timekeepers with different expertise were consulted to assist with areas within their special knowledge or experience.

<sup>3</sup> Attorney Practice Groups: BSGR&B, Tax, Labor & Employment, Litigation, and Corporate.

<sup>4</sup> The chart reflects Proskauer's staffing plan for the designated period based on currently foreseeable activities. Actual staffing needs, including additional attorneys, may vary materially based on actual facts and circumstances arising in the designated period, including as a result of currently unanticipated disputes. The staffing plan currently includes attorneys from the Business Solutions, Governance, Restructuring & Bankruptcy Group; Tax; Labor & Employment; Litigation; and Corporate practice groups. The expertise of attorneys from other specialized areas is likely to be required during the course of these PROMESA Title III cases.

<sup>5</sup> As detailed in the Fifth Interim Application, as of January 1, 2019, Proskauer's rates under the Engagement Letter increased from \$759 to \$789 per hour for attorneys, and from \$260 to \$270 per hour for paraprofessionals. Additionally at that time, with the client's knowledge and permission, Proskauer created a new rate class, e-Discovery Attorney, with the rate of \$390 per hour. Rates have not increased during this Compensation Period.